

APR 30 '12 -3 51 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

April 25, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated April 26, 2012 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Metalworking Lubricants Company
25 W. Silverdome Industrial Park
Pontiac, MI 48342

A description of the railroad equipment covered by the enclosed document is for nine (9) tank cars having FURX marks (see Exhibit A for specific car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosure

(MELU001)

APR 30 '12 -3 51 PM

ASSGN. NO.: MELU001

MEMORANDUM OF LEASE

~~SURETY SIGNATURE VERIFICATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of April, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Metalworking Lubricants Company ("Lessee"), a Michigan corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 26, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 26, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: Janice Endler

Name: Janice Endler

Title: Manager of Documentation

Executed on this 19th day of April, 2012

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

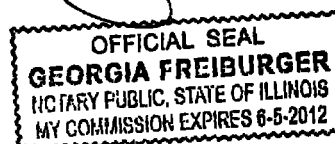
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of April, 2012

My Commission Expires:

6-2012
(Notary Public)

Georgia Freiburger
Notary Public



LESSEE:

METALWORKING LUBRICANTS COMPANY

ATTEST:

By: Mark Poelke
MARK POELKE

Name: _____

By: _____

Title: ASSISTANT TREASURER

Name: _____

Title: _____

Executed on this 26 day of APRIL, 2011.

[CORPORATE SEAL]

STATE OF MICHIGAN

COUNTY OF OAKLAND

I, MITCHELL PERLIN, a Notary Public of the County and State aforesaid, certify that MARK POELKE personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26 day of APRIL, 2011.

Mitchell Perl
Notary Public

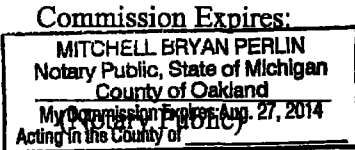


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Nine (9)

DESCRIPTION OF CARS: Tank Cars.

CAR NUMBERS:

FURX	123652
FURX	123657
FURX	123667
FURX	123672
FURX	123673
FURX	123773
FURX	123808
FURX	123813
FURX	123817